

NOV 14 '11 -6 00 PM

**HELM****FINANCIAL CORPORATION** 505 Sansome Street, Suite 1800, San Francisco, CA 94111  
(415) 398-4510 (415) 398-4816 (fax) www.hlmx.com**SURFACE TRANSPORTATION BOARD****STB E-File**

November 14, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
Washington, D.C. 20423-0001

**RE: PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination")** dated as of November 1, 2011, and made by **CREDIT SUISSE AG, Cayman Islands Branch ("Credit Suisse")**, as Collateral Agent ("**Collateral Agent**") for the Secured Parties, for the benefit of **LONG HAUL HOLDING II CORP.**, a Delaware corporation ("**Holdings**") and **HELM FINANCIAL CORPORATION**, a California corporation ("**Borrower**") (Borrower, and together with Holdings, the "**Loan Parties**").

Dear Section Chief:

On behalf of Helm Financial Corporation ("**Helm**"), I submit for filing and recordation under Section 11301 of Title 49 of the U.S. Code and the regulations promulgated there under the following document:

Fully executed original copy of the above referenced Partial Termination.

In connection with the recording of this Partial Termination, please note the following information:

**Name and Address for Helm:** Helm Financial Corporation  
505 Sansome Street, Suite 1800  
San Francisco, CA 94111

**Name and Address for Credit Suisse:** Credit Suisse  
Eleven Madison Avenue  
New York, NY 10010-3629

**Description of Equipment:** 1, SD40-2 Locomotive: HLCX 6229

Please record this Partial Termination as a supplement agreement to STB Recordation No. 29800 filed on June 1, 2011 at 8:00 a.m. Please apply the STB's filing fee to Helm's account.

**Summary to appear in the index:** Partial Termination of Security Interest

Yours truly,

Omar Fiel  
Contract Administrator

Enclosure

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PARTIAL TERMINATION OF  
SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of November 10, 2011, and is made by CREDIT SUISSE AG, Cayman Islands Branch ("Credit Suisse"), as Collateral Agent ("Collateral Agent") for the Secured Parties (as defined in the GCA described below), for the benefit of LONG HAUL HOLDING II CORP., a Delaware corporation ("Holdings") and HELM FINANCIAL CORPORATION, a California corporation ("Borrower") (Borrower, and together with Holdings, the "Loan Parties").

1. **Recitals.** Borrower owns the rail equipment bearing the Association of American Railroads reporting mark and numbers as described in Exhibit A attached hereto (the "Unit"). Borrower has granted to the Collateral Agent a security interest in substantially all of its assets now owned or hereafter acquired, upon the terms and conditions provided in that certain Memorandum of Guarantee and Collateral Agreement dated as of June 1, 2011, between the Loan Parties and the Collateral Agent (the "Memorandum"), as filed with the Surface Transportation Board of the Department of Transportation ("STB") on June 1, 2011 at 8:00 a.m. under Recordation No. 29800. The Memorandum was executed in connection with that certain Guarantee and Collateral Agreement (the "GCA") dated as of June 1, 2011, among the Loan Parties and the Collateral Agent.

Borrower intends to sell the Unit to third parties (the "Sale") and desires that such Sale shall be free and clear of any lien or security interest of the Collateral Agent. Accordingly, Borrower requests the Collateral Agent to terminate the lien and security interest in the Unit created by the Memorandum and the GCA.


2. **Representation.** Borrower hereby represents and warrants to the Collateral Agent that the Sale and the application of the proceeds thereof comply with the terms of the GCA.


3. **Partial Release and Termination.** The Collateral Agent hereby forever releases any and all liens and security interests in the Unit granted to it under the Memorandum and the GCA. All such liens and security interests in the Unit shall be forever terminated and shall be null and void upon the filing of this Partial Termination with the STB. The release of liens and security interests hereunder is made without recourse to, or representation or warranty by, the Collateral Agent.

This Partial Termination shall have no effect on the Collateral Agent's lien and security interest in any Collateral other than the Unit, and said lien and security interest in such other Collateral is hereby reaffirmed.

IN WITNESS WHEREOF, pursuant to due authority, the Collateral Agent has executed this Partial Termination of Security Interest as of the date first above written.

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, as Collateral Agent.

By:   
Name: BILL O'DALY  
          DIRECTOR  
Title: \_\_\_\_\_

By:   
Name: Sanja Gazani  
          Associate  
Title: \_\_\_\_\_

STATE OF NEW YORK                    )  
  ) S.S.  
COUNTY OF NEW YORK                )

On this 10<sup>th</sup> day of November, 2011, before me personally appeared BILL O'DALY, to me personally known, who being by me duly sworn, says that he is DIRECTOR of CREDIT SUISSE AG, Cayman Islands Branch, that said Partial Termination of Security Interest was signed on such date on behalf of said corporation, and he acknowledged that the execution of the foregoing Partial Termination of Security Agreement was the free act and deed of said corporation.

MARJORIE E. BULL  
NOTARY PUBLIC, State Of New York  
No. 018U6055282  
Qualified in New York County  
Commission Expires February 20, 2015

  
\_\_\_\_\_  
NOTARY PUBLIC

[NOTARIAL SEAL]

STATE OF NEW YORK                    )  
  ) S.S.  
COUNTY OF NEW YORK                )

On this 10<sup>th</sup> day of November, 2011, before me personally appeared SANJA GAZALI, to me personally known, who being by me duly sworn, says that he is ASSOCIATE of CREDIT SUISSE AG, Cayman Islands Branch, that said Partial Termination of Security Interest was signed on such date on behalf of said corporation, and he acknowledged that the execution of the foregoing Partial Termination of Security Agreement was the free act and deed of said corporation.

MARJORIE E. BULL  
NOTARY PUBLIC, State Of New York  
No. 018U6055282  
Qualified in New York County  
Commission Expires February 20, 2015

  
\_\_\_\_\_  
NOTARY PUBLIC

[NOTARIAL SEAL]

**EXHIBIT A**

To the **PARTIAL TERMINATION OF SECURITY INTEREST** dated as of November 10, 2011

**THE UNIT:**

**Description of Unit:** One (1) SD40-2 Locomotive

Mark	Number	Type
HLCX	6229	SD40-2